

DN COLLEGES GROUP

PEOPLE AND TRANSFORMATION COMMITTEE

TERMS OF REFERENCE

1. Background and Purpose

The Board of Governors approved the establishment of the People and Transformation Committee (P&T), in accordance with the Instruments and Articles of Government.

Overall, the People and Transformation Committee's role shall provide strategic direction and board assurance in relation to all P&T matters:

- 1.1 Agreeing and shaping Implementation of the People Strategy along with its priorities and sub-strategies
- 1.2 Resource and budget requirements for the implementation of the People Strategy
- 1.3 Risk Management of risks associated with the People Strategy
- 1.4 Performance of the People Services portfolio and related metrics of the Board. The portfolio of People Services is:
 - Human Resources Operations
 - Recruitment
 - Payroll Management
 - Equality, Diversity & Inclusion
 - Organisational Development and Cultural Transformation
 - Staff Development
 - Safeguarding/Prevent
 - DNCG's Counselling Service
- 1.5 Monitoring, assuring, and reporting to the Board regulatory requirements concerning People e.g. Equality and Diversity reporting.
- 1.6 To seek assurance and to report such assurance or not to the Corporation Board, providing recommendations, as appropriate, on people and transformation matters to the Corporation Board.
- 1.7 Assessing and identifying risk within the people portfolio and escalating this as appropriate.
- 1.8 The Committee is accountable to the Corporation Board and any changes to these Terms of Reference must be approved by the Corporation.

2. Committee objectives

The objectives of the People & Transformation Committee are:

- Delegated authority of the Corporation Board to play a key role in influencing and monitoring the development of the People Strategy and Transformation work within the DN Colleges Group incorporating the Vision and Values, Engagement, business

transformation programme and the National, Regional and Local Transformation agenda.

- Ensure staff are engaged and able to contribute to the shaping of the Groups strategic and operational priorities.
- Act to provide assurance to the Corporation Board that agreed strategies and programmes of work, including performance management of operational teams, are clearly scoped, appropriately resourced and delivered in line with best practice and the DN Colleges Group Strategic Plan.

The specific objective of the P&T Committee is to ensure risks pertaining to the strategy and transactions of People Services are identified and managed and conform with the following:

- To provide a positive working environment for staff and to promote supportive, open cultures that help staff do their job to the best of their ability.
- To provide all staff with clear roles and responsibilities and rewarding jobs for teams and individuals that make a difference to students, their families and carers and communities.
- To provide all staff with personal development, access to appropriate education and training for their jobs, and line management support to enable them to fulfil their potential.
- To review and advise the Corporation Board on the pay and conditions framework for all staff, including all staff pay awards (excluding designated senior post holders).
- To provide support and opportunities for staff to maintain their health, wellbeing and safety.
- To ensure high priority is given by the Corporation Board to academic standards, Safeguarding and Equality & Diversity issues.
- To consider and recommend for Corporation Board approval, the annual Safeguarding Report, the annual Equality & Diversity Report, the Equality & Diversity Policy and the Safeguarding Policy.
- To have delegated authority to approve the Staff Sickness Absence Policy.
- To engage staff in decisions that affect them and the services they provide, individually, through representative organisations and through local partnership working arrangements. All staff will be empowered to put forward ways to deliver better and safer services for students.
- To encourage and support all staff in raising concerns at the earliest reasonable opportunity about safety, malpractice, or wrongdoing at work, responding to and, where necessary.
- To promote the delivery of quality education by and for all staff.

3 Membership and Terms of Appointment

The Committee will include the following core members:

- A Governor (Chair)
- Two additional Governors (one of whom will be the Vice Chair)
- CEO (Accounting Officer – Governor)

In attendance:

- The Chief People Officer and/or deputy will attend all meetings.
- Members of the Executive Team are requested to note the annual programme of meetings within their diaries and the content of the annual work plan to facilitate their attendance when they are either leading or have an interest in an agenda item.

Other persons attending the meeting

- The Clerk to the Corporation will attend all meetings
- The Chair of the Committee may also extend invitations to other personnel with relevant skills, experience or expertise as necessary to deal with the business on the agenda. Such personnel will be in attendance and will have no voting rights.

Deputising

In the event an officer is unable to attend to address an agenda item they may identify an appropriate officer to deputise on their behalf.

4 Election of Chair and Vice Chair

The Chair and Vice Chair of the Committee are the Governors appointed by the Chair of the Board of Governors. If the Chair is not present, then the Vice Chair shall chair the meeting.

- 4.1 The Chair of the Committee shall be elected for a two-year term.
- 4.2 The Vice Chair of the Committee shall be elected for a two-year term.
- 4.3 Only External Governor Members (i.e., not-Staff or Student governors) are eligible for appointment as Chair and Vice Chair.
- 4.4 The Chief Executive is not eligible for appointment as Chair or Vice-Chair.

5 Frequency and Conduct of Meetings

- 5.1 The P&T Committee shall meet at least once per term (scheduled annually in advance) to align with timely reporting to meeting of the Corporation Board.
- 5.2 P&T Committee meetings will be conducted in accordance with the Instrument and Articles of Government, Corporation Standing Orders, and these Terms of Reference.

6 Quorum

A quorum will be 40% of committee membership, of whom at least three should be external Governors, when considering if the meeting is quorate.

7 Responsibilities of the People and Transformation Committee

Members of the Committee have a responsibility to:

- Act as 'champions', disseminating information and good practice as appropriate.
- Identify agenda items, for consideration by the Chair, and the Chief People Officer at least 12 days before the meeting.
- If unable to attend, send their apologies to the Chair and Clerk to the Corporation prior to the meeting and, if appropriate, seek the approval of the Chair to send a deputy to attend on their behalf.
- When matters are discussed in confidence at the meeting, to maintain such confidences.
- Declare any conflicts of interest/potential conflicts of interest in accordance with the DN Colleges Group policies and procedures.
- At the start of the meeting, declare any conflicts of interest/potential conflicts of interest in respect of specific agenda items (even if such a declaration has previously been made in accordance with the DN Colleges Group policies and procedures.
- Officers will prepare and submit papers for a meeting, using DN Colleges Group report template 7 days before the meeting.

8 Risk Management

- 8.1. The Risks on the Corporation Risk Register which are pertinent to the P&T Committee to be considered at each meeting, and specifically the assurances available to the P&T Committee that the controls in place to manage those risks are operating as intended or that action is in hand to reduce the risk exposure to a level more in line with the Corporation's agreed risk appetite. Assurance may be received directly, or via the work of the Audit and Risk Committee.

9 Powers

- 9.1 The P&T Committee shall have the powers shown in the table at **Annex A**, as set out within the Scheme of Delegation.

10 Authority

10.1 The Committee is authorised by the Corporation Board:

- To investigate any activity within its terms of reference and produce an annual work programme.
- To approve or ratify (as appropriate) those policies and procedures for which it has responsibility as listed in the 'Policy Schedule' in the Corporate Governance Schedule.
- To promote a learning organisation and culture, which is open and transparent.

- To establish and approve the Terms of Reference of such sub-committees, groups or task and finish groups as it believes are necessary to fulfil its Terms of Reference.

10.2 The Committee is only able to recommend the commitment of financial resources in respect of matters identified in these Terms of Reference and as set out in the Financial Regulations. The Chief Finance Officer must be informed of any recommendation requiring use of resources. Any other matters requiring a decision on the use of resources are to be referred to the Corporation Board and/or the Chief Finance Officer.

11 Decision Making

- 11.1 Wherever possible members of the Committee will seek to make decisions and recommendations based on quoracy.
- 11.2 In the event of a formal vote the Chair will clarify what members are being asked to vote on – the ‘motion’. Subject to the meeting being quorate, a simple majority of members present will prevail. In the event of a tied vote, the Chair of the meeting may have a second and deciding vote.
- 11.3 Only Governors of the Committee present at the meeting will be eligible to vote. Members not present, deputies and attendees will not be permitted to vote, nor will proxy voting be permitted. The outcome of the vote, including the details of those members who voted in favour or against the motion and those who abstained, shall be recorded in the minutes of the meeting.
- 11.4 DN Colleges Group Financial Regulations apply to the operation of this Committee.

12 Reporting to the DN Colleges Group Board

- 12.1 Draft minutes of P&T Committee meetings (agreed by the Chair) shall be submitted for information to the subsequent meeting of the Corporation Board.
- 12.2 Any items recommended by the P&T Committee for approval, shall be the subject of a report to the Corporation Board.
- 12.3 The Committee will have the following reporting responsibilities:
 - To produce those assurance and performance management reports listed in the Committee’s annual work programme which has been agreed with, and are required by, the Corporation Board.
 - Any items of specific concern, or which require the Corporation Board approval, will be subject to a separate report.
 - To provide exception reports to the Corporation Board highlighting key developments/achievements or potential issues.
 - To produce an annual report for the Corporation Board setting out:
 - The role and the main responsibilities of the Committee
 - Membership of the Committee
 - Number of meetings and attendance
 - A description of the main activities during the year

- A completed annual self-assessment (the format to be approved by the Clerk to the Corporation) and the identification of any development needs for the Committee.

13 Administrative Arrangements

13.1 The CEO and the Chief People Officer have responsibility for liaising with the Chair on all aspects of the work of the Committee, including providing advice.

13.2 The Clerk to the Corporation will be responsible for:

- Attending the meeting.
- Ensuring the Committee acts in accordance with Instruments and Articles of Government.
- Ensuring correct and formal minutes are taken in the format prescribed in the Governance Strategy and once agreed by the Chair, distributing minutes to the members.
- Keeping a record of matters arising and issues to be carried forward.
- Producing an action list following each meeting and ensuring any outstanding action is carried forward on the action list until complete.
- Producing a schedule of meetings to be agreed for each calendar year and making the necessary arrangements for confirming these dates and booking appropriate rooms and facilities.
- Providing appropriate support to the Chair, CPO, CEO and the Committee members.
- Providing notice of each meeting and requesting agenda items no later than 14 days before a meeting.
- Agreeing the agenda with the Chair and CPO prior to sending the agenda and papers to members no later than 7 days before the meeting.
- Ensuring the Annual Work Programme is up to date.
- Ensuring the papers of the Committee are filed in accordance with the DN Colleges policies and procedures.

14. Review

14.1 Terms of Reference will be reviewed annually, with recommendations on changes submitted to the Corporation Board for approval.

15. Equality Act (2010)

15.1 DN Colleges Group is committed to promoting a pro-active and inclusive approach to equality which supports and encourages an inclusive culture which values diversity.

15.2 DN Colleges Group is committed to building a workforce which is valued and whose diversity reflects the community it serves, allowing DN Colleges Group to deliver the

best possible healthcare service to the community. In doing so, DN Colleges Group will enable all staff to achieve their full potential in an environment characterised by dignity and mutual respect.

- 15.3 DN Colleges Group aims to design and provide services, implement policies and make decisions that meet the diverse needs of our students and their carers the general population we serve and our workforce, ensuring that none are placed at a disadvantage.
- 15.4 We therefore strive to ensure that in both employment and service provision no individual is discriminated against or treated less favourably by reason of age, disability, gender reassignment, marriage or civil partnership, pregnancy and maternity, race, religion or belief, sex (gender identity), sexual orientation (Equality Act 2010).

SUMMARY OF THE COMMITTEE'S RESPONSIBILITIES

STRATEGY / POLICY / PROCEDURE	APPROVED BY THE COMMITTEE	REVIEW AND / OR RECOMMEND TO THE BOARD FOR APPROVAL
People Strategy		✓
HR Policies and practices	✓	
Staff Code of Conduct		✓
Staff Development Policies and procedures	✓	
Equality & Diversity Policy		✓
Equality & Diversity Annual Report		✓
Annual Safeguarding Report		✓
Safeguarding Policy		✓
Gender Pay Gap Report	✓	
Sickness Absence Policy	✓	